



FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To

Shri Raghupathy Goud Theegala
Chairman

APOLLO MICRO SYSTEMS LIMITED

Registered Office:-

Plot No.: 128/A, Road No.: 12, BEL Road,
IDA Mallapur, Uppal Mandal,
Hyderabad, Rangareddi,
Telangana, India - 500076

The 21st Annual General Meeting of the Equity Shareholders of Apollo Micro Systems Limited (having its Registered Office at # Plot No.: 128/A, Road No.: 12, BEL Road, IDA Mallapur, Uppal Mandal, Hyderabad, Rangareddi, Telangana, India – 500076), held on Thursday, the 20th September, 2018 at 09.00 A.M. at # KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, Red Hills, Hyderabad, Telangana, India - 500 004.

Dear Sir,

I Datla Venkatesh, a Company Secretary in Practice having office at 6-3-552/2/, Flat No.: 203, Classic Court Annex, Banjarahills Road, Erramanjil, Hyderabad, Telangana, India – 500082, appointed as Scrutinizer for the purpose of scrutinizing the E-voting process and the physical ballot Process in a fair and transparent manner and ascertaining the requisite majority on E-voting and ballot process (in respect of poll) carried out as per the provisions of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the below mentioned resolution(s), at the 21st Annual General Meeting of the Equity Shareholders of Apollo Micro Systems Limited, held on Thursday, the 20th September, 2018 at 09.00 A.M. at # KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, Red Hills, Hyderabad, Telangana, India - 500 004.

D. Venkatesh





The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical voting through ballots on the resolutions as contained in the aforesaid Notice of the 21st Annual General Meeting of the Members of the Company. My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services Limited, the agency engaged by the Company to provide remote e-voting facility and physical voting through ballots as provided by BigShare Services Private Limited.

The Company provided the remote e-voting facility offered by Central Depository Services Limited to cast votes on below mentioned resolutions to the members of the Company. The Company had also made available the physical ballots at the 21st Annual General Meeting to enable the members to cast their votes on the below mentioned resolutions.

Remote e-voting facility was made available to Shareholders of the Company to exercise their voting rights from 9.00 A.M. of Monday, 17th September, 2018 up to 5.00 P.M. of Wednesday, 19th September, 2018. Accordingly, e-votes casted up to 5.00 P.M. of Wednesday, 19th September, 2018 have been considered for my scrutiny.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 21st Annual General Meeting was sent to the Members by permitted means, for seeking approval of members on resolutions (Item Nos.1 to 4 as set out in the Notice of the 21st AGM of Apollo Micro Systems Limited) as follows:-

Resolutions:-

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sri Lakshmi Reddy Vangeti [DIN 0275767], who retires by rotation and, being eligible, offers herself for re-appointment
3. To ratify the appointment of M/s. S T Mohite & Co., Chartered Accountants (Firm Registration Number – 011410S) as Statutory Auditors of the Company
4. To regularize the appointment of Mrs. Karunasree Samudrala (DIN: 06960974) who was appointed as an Additional director of the Company with effect from may 29, 2018 by the Board of Directors, as an Independent Director

D. Venkatesh





I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Apollo Micro Systems Limited, One ballot box kept for polling in my presence with due identification marks placed by me.
2. The ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as Invalid and kept separately.
4. In respect of e-voting and ballot in lieu of voting the details containing, inter alia list of equity shareholders who voted "IN FAVOUR" and "AGAINST" were downloaded from the e-voting website of Central Depository Services Limited (www.evotingindia.com)
5. The shareholders holding shares as on the "cut off" date i.e. 14th September, 2018 were entitled to vote on the proposed resolutions (Item No.1 to 4 as set out in the Notice of the 21st AGM of Apollo Micro Systems Limited). The Results of the Poll is as Annexed.
6. The Register, all other papers and relevant records relating to Poll Papers at the meeting shall remain in our safe custody until Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Managing Director and Company Secretary for safe custody.

The results of the voting by members through remote e-voting and physical ballots at the 21st Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting or such person authorised by him.

Thanking You,

Date: September 20, 2018
Place: Hyderabad

Datla Venkatesh
Company Secretary in Practice
ACS: 36504 C.P. No.: 14074



Annexure:

Resolution No.	E-voting infavour (Shares)	E-voting against (Shares)	Poll infavour (Shares)	Poll against (Shares)	Total No. of shares and % in favour	Total No. of shares and % against
1	15136985	59	4326	0	15141311 (100.00%)	59 (0.00%)
2	15552168	59	4326	0	15556494 (100.00%)	59 (0.00%)
3	15136961	415266	4326	0	15141287 (97.33%)	415266 (2.67%)
4	15552177	50	4326	0	15556503 (100.00%)	50 (0.00%)

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out under **Item No.1, 2, 3 and 4** of the Notice of the AGM dated August 09, 2018 has been **passed with requisite majority**.



Datla Venkatesh

Company Secretary in Practice

ACS: 36504 C.P. No.: 14074

Date: September 20, 2018

Place: Hyderabad